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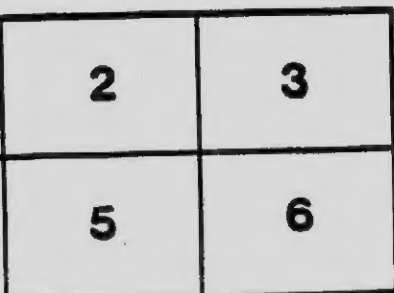
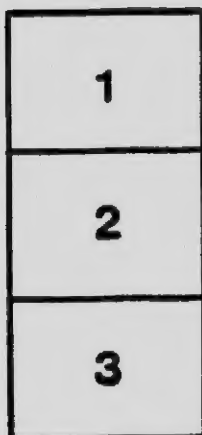
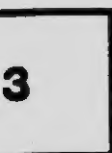
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The Britannia Smelting Company

LIMITED

Memorandum and Articles of Association



No. 1303.

"COMPANIES ACT, 1897."



CERTIFICATE OF INCORPORATION.

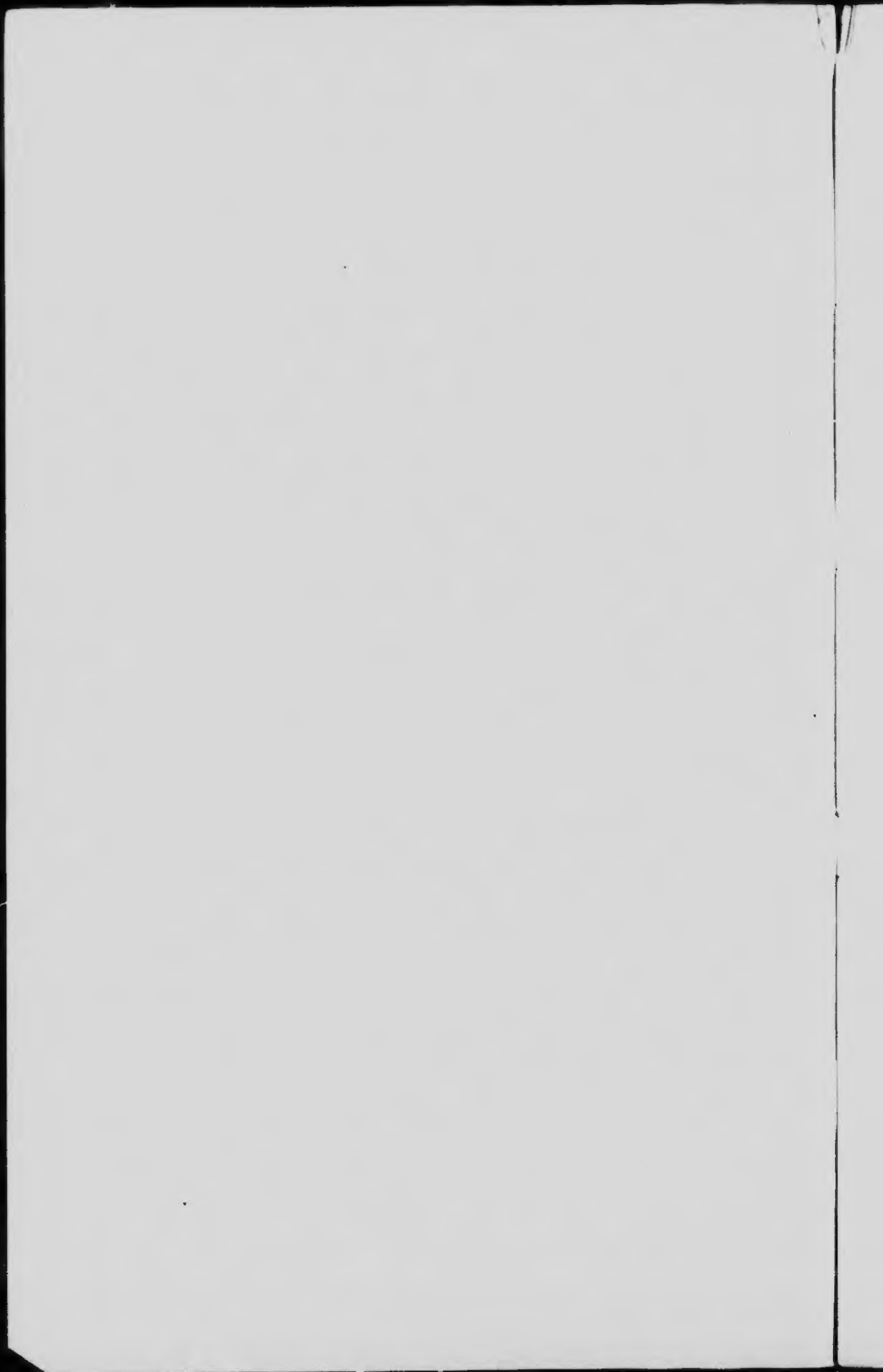
I HEREBY CERTIFY that "THE BRITANNIA SMELTING COMPANY, LIMITED," has this day been incorporated under the "Companies Act, 1897," as a Limited Company, with a capital of Six Hundred and Twenty-Five Thousand Dollars, divided into Twenty-Five Thousand Shares of Twenty-Five Dollars each.

GIVEN under my Hand and Seal of Office at Victoria, Province of British Columbia, this 5th day of May, one thousand nine hundred and five.

[L. S.]

S. Y. WOOTTON,

Registrar of Joint Stock Companies.



A COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

—BT—

The Britannia Smelting Company, Limited

♦ ♦ ♦

1. The name of the Company is "The Britannia Smelting Company, Limited."

2. The objects for which the Company is incorporated are :

- (a) To purchase or otherwise acquire the smelting and sampling works erected at Crofton, Sonomas District, in the Province of British Columbia, together with all plant, machinery, fittings and effects in, upon or belonging to the same, and all wharves, railroads, tramways, plant and machinery connected therewith, and generally to purchase, hire, construct, erect, alter, improve, equip and operate all such buildings, machinery and plant for the purpose of sampling, assaying, concentrating, reducing, smelting, milling, refining, treating and preparing for market all metal and mineral substances of all kinds, whether at Crofton aforesaid or elsewhere in the Province of British Columbia as the Company may think expedient ;
- (b) To carry on the business of smelting and refining, and to crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate and prepare for market all metal and mineral substances of all kinds, and to carry on any other metallurgical operations which may seem conducive to any of the Company's objects ;
- (c) To buy, sell and otherwise deal in gold, silver, copper, lead, iron and other ores, metal and mineral substances and deposits, and to carry on the business of custom smelters and refiners ;
- (d) To obtain by purchase, lease, hire, discovery, location or otherwise acquire and hold lands, estates, mines, mineral claims, leases or prospects, mining lands and mining rights, coal lands, timber lands or leases, timber claims or licenses to cut timber, mill-sites, lime and stone quarries, brick-yards, surface rights, water rights and privileges, and any undivided interests therein, and to manage, explore, work, develop, operate and turn the same to account, and to sell or otherwise dispose of the same, or any of them, or any interest therein ;
- (e) To construct, carry out, maintain, improve, manage, work, control and superintend any trails, roads, ways, tramways, bridges, reservoirs, water-courses, aqueducts, wharves, furnaces, sawmills, coke ovens, crushing works, smelting works, concentrating works, hydraulic works, electric light and power works, compressed air plant, warehouses, workshops, factories, dwelling-houses, stores and other buildings, engines, machinery, implements, and other works, conveniences and properties of any description in connection with or which may seem conducive, directly or indirectly, to any of the objects of the Company, and to contribute to, subsidize or otherwise aid or take part in any such operation ;

- (f) To charter, hire, build, or otherwise acquire and maintain steamboats and other vessels of any description of steam, compressed air, gravity or electric railroads and tramways, and to operate or employ the same in the transportation of the Company's ore, products and supplies, and otherwise for the purposes of the Company as may seem expedient ;
- (g) Generally to purchase, take on lease, hire or otherwise acquire any real and personal property and any rights and privileges which the Company may think necessary or convenient for the purposes of its business ;
- (h) To use water, steam, electricity, or any other power now or hereafter to become known, as a motive power, or in any other ways, for the uses and purposes of the Company ;
- (i) To acquire, operate and carry on the business of a power company under Part IV of the "Water Clauses Consolidation Act, 1897;"
- (j) To apply for, purchase or otherwise acquire, and to use, grant licenses or rights in respect of, or otherwise turn to account, any patents, patent rights, brevets d'invention, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention or process which may seem capable of being used for or in connection with any of the purposes of this Company, or which may seem calculated, directly or indirectly, to benefit this Company ;
- (k) To establish, operate and maintain stores, trading posts and supply stations for the purposes of this Company and the supplying goods to any of its employees, or the occupiers of any of its property, or any other persons, and the carrying on of the general business of traders and merchants, and to carry on such business ;
- (l) To undertake and to carry into effect all such financial, trading or other operations or businesses in connection with the objects of the Company as the Company may think fit ;
- (m) To acquire and carry on all or any part of the business or property, and to undertake any liabilities of any person, firm or association or company, possessed of property suitable for the purposes of this Company, or carrying on any business which this Company is authorized to carry on, or which can be conveniently carried on in connection with the same, or may seem to the Company calculated directly or indirectly to benefit the Company, and as the consideration for the same to pay cash or to issue any shares, stocks or obligations of this Company ;
- (n) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concessions, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist any such person or Company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same ;
- (o) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company ;
- (p) To promote any company or companies for the purpose of acquiring all or

any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company;

- (q) To borrow or raise money for any purpose of the Company, and for the purpose of securing the same and interest, or for any other purpose, to mortgage or charge the undertaking, or all or any part of the property of the Company, present or after acquired, or its uncalled capital, and to create, issue, make, draw, accept and negotiate perpetual or redeemable debentures or debenture stock, promissory notes, bills of exchange, bills of lading, warrants, obligations and other negotiable and transferable instruments;
- (r) To take or otherwise acquire and hold shares in any other Company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company;
- (s) To distribute any of the property of the Company among the members in specie;
- (t) To pay out of the funds of the Company all expenses of or incidental to the formation, registration and advertising of the Company, and to remunerate any person or Company for services rendered, or to be rendered, in placing or assisting to place, or the guaranteeing the placing of any of the shares in the Company's capital, or any debentures or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business;
- (u) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with the undertaking, or all or any part of the property and rights of the Company, with power to accept as the consideration any shares or obligations of any other company;
- (v) To purchase or otherwise acquire, on such terms and in such manner as the regulations of the Company from time to time provide, any shares in the Company's capital;
- (w) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them.

3. The liability of the members is limited.

4. The capital of the Company is \$625,000.00, divided into 25,000 shares of \$25.00 each, with power to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.

We, the several persons whose names and addresses are subscribed hereto, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS.	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
DAVID GORDON MARSHALL, 1370 Burnaby Street, Vancouver, B. C., Barrister.	One
JOHN SILAS WYNN PUGH, 1151 Seaton Street, Vancouver, B. C., Student-at-Law.	One
CHESTER BENJAMIN MACNEILL, 1077 Pender Street, Vancouver, B. C., Barrister.	One
EDWARD PEASE DAVIS, 1115 Seaton Street, Vancouver, B. C., Barrister.	One
WILLIAM HENRY DOUGLAS LADNER, 570 Hornby Street, Vancouver, B. C., Student-at-Law.	One

Dated this 29th day of April, A. D. 1905.

Witness to the above signatures:

E. A. DICKIE,
1327 Hornby Street, Vancouver, B. C.,
Student-at-Law.

ARTICLES OF ASSOCIATION

The Britannia Smelting Company, Limited

1. Subject as hereinafter provided, the regulations contained in the Table marked "A" in the first schedule of the above mentioned Act (hereinafter called "Table A") shall be the Articles of Association of the Company.

2. If by the conditions of allotment of any share the whole or any part of the amount thereof shall be payable by instalments, every such instalment when due shall be paid to the Company by the holder of the share, and the word "call," when used in clauses 6, 7, 18 and 19 of Table "A," shall be deemed to include an instalment.

3. The Directors may refuse to register any transfer of a share—

- (a) Where the Company has a lien on the share;
- (b) Where it is not proved to their satisfaction that the proposed transferee is a responsible person;
- (c) Where the Directors are all of the opinion that the proposed transferee (not being already a member) is not a desirable person to admit to membership.

4. A quorum of a General Meeting shall be three members present in person or represented by proxy, and Clause 37 of Table "A" shall be modified accordingly.

5. The words "by at least five members" in Clause 42 of Table "A," and the words "by five or more members" in Clause 43 of Table "A," shall be deemed to be cancelled.

6. Every share shall confer one vote, and Clause 44 of Table "A" shall not apply.

7. No member shall be entitled to vote at any General Meeting unless all calls due from him have been paid, and no member shall be entitled to vote in respect of any share that he has acquired by transfer at any meeting held after the expiration of three months from the registration of the Company, unless he has been possessed of the share in respect of which he claims to vote, and registered as a shareholder, for at least fifteen days previously to the time of holding the meeting at which he proposes to vote, and Clause 47 of Table "A" shall not apply.

8. A meeting of the Directors for the time being, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being exercisable by the Directors generally.

9. Clause 57 of Table "A" shall not apply to the Company, but the office of a Director shall be vacated—

- (a) If he becomes a bankrupt, suspends payment, assigns for the benefit of his creditors, or compounds with his creditors, or takes the benefit of any Act for the time being in force for the relief of insolvent debtors;
- (b) If he be found a lunatic or become of unsound mind.

10. Any Director, either individually or as a member of a partnership, or a Shareholder or Director of a Company or Corporation, may, notwithstanding any rule of law or equity to the contrary, be appointed to any office under the Directors, with or without remuneration or contract with the Company, either as vendor, purchaser or otherwise, or act as agent for the Company, or be

interested in any operation, undertaking or business undertaken or assisted by the Company, or in which the Company is interested, and no such contract or arrangement shall be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established, but it is declared that the nature and extent of his interest must be disclosed by him at the meeting of the Directors at which the contract, arrangement or undertaking is determined, if his interest then exists, or in any other case at the first meeting of Directors after the acquisition of his interest, and that no Director shall as a Director vote in respect of any such contract or arrangement in which he is so interested as aforesaid but this declaration may at any time or times be suspended or relaxed to any extent by a General Meeting.

11. Article 58 of the said Table "A" is hereby modified so that the said Article 58 shall read as follows:—"At the first Ordinary Meeting after the registration of the Company, the whole of the Directors shall retire from office, and at the first Ordinary Meeting in every subsequent year the whole of the Directors shall retire from office."

12. Article 59 of the said Table "A" is hereby entirely excluded.

13. A resolution assented to and adopted by writing under the hands of all the members, though not passed at a General Meeting, shall be of the same force as if it had been duly passed at a General Meeting duly convened, and a resolution assented to and adopted by writing under the hands of all the Directors, though not passed at a Directors' Meeting, shall be of the same force as if it had been duly passed at a Directors' Meeting.

14. Article 82 of the said Table "A" is hereby entirely excluded.

15. Any notice required to be given to any member of the Company whose registered address is in British Columbia shall be given or sent by post to such address in British Columbia as he shall give to the Company for that purpose, and if no such address shall be given, such member shall not be entitled to any notice, and shall be treated as having had or agreed to dispense with notice.

NAME	ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
DAVID GORDON MARSHALL,	1370 Burnaby Street, Vancouver, B. C., Barrister.	1 One
JOHN SHAS WYNN PUGH,	1151 Seaton Street, Vancouver, B. C., Student-at-Law.	One
CHESTER BENJAMIN MACNEILL,	1077 Pender Street, Vancouver, B. C., Barrister.	1 One
EDWARD PEASE DAVIS,	1115 Seaton Street, Van- couver, B. C., Barrister.	1 One
WILLIAM HENRY DOUGLAS LADNER,	570 Hornby Street, Vancouver, B. C., Student-at-Law.	One

Dated this 29th day of April, A. D. 1905.

Witness to the above signatures:

E. A. DICKIE,
1327 Hornby Street, Vancouver, B. C.,
Student-at-Law.

"COMPANIES ACT, 1897," AND AMENDING ACTS

**The Britannia Smelting
Company, Limited**

**Memorandum and Articles
of Association**

DAVID, MARSHALL & MACNEILL,
Barristers and Solicitors
VANCOUVER, - - - - - **British Columbia.**

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